

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
TKC Holdings, Inc., Transferor,	)	
Inmate Calling Solutions, LLC	)	
d//b/a ICSolutions, Licensee	)	WC Docket No. 18-_____
and	)	IB File No. ITC-T/C-2018_____
Securus Technologies, Inc., Transferee,	)	
For Grant of Authority Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as amended, and Sections 63.04 and 63.24 of the	)	
Commission’s Rules to Transfer	)	
Ownership and Control of	)	
Inmate Calling Solutions, LLC d/b/a ICSolutions	)	
to Securus Technologies, Inc.	)	
	)	

**JOINT APPLICATION**

TKC Holdings, Inc. (“Transferor” or “TKC”), Inmate Calling Solutions, LLC d/b/a ICSolutions (“ICS” or “Licensee”) and Securus Technologies, Inc. (“Securus” or “Transferee”) (collectively, “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, request Commission approval to transfer ownership and control of Licensee to Transferee as described below.

In support of this joint application (this “Application”), Applicants provide the following information:

## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Transferee**

Securus is a Delaware corporation with its principal place of business at 4000 International Parkway, Carrollton, Texas 75007. Securus provides inmate calling services to a number of confinement and correctional facilities in the District of Columbia and approximately 46 other states. Securus is an indirect wholly-owned subsidiary of SCRS Acquisition Corporation (“SCRS”) and in turn its parent, SCRS Holding Corporation (“SCRS Parent”), both Delaware corporations. The ultimate majority owner of Securus is Platinum Equity Capital Partners IV, L.P., a Delaware limited partnership (“PECP IV”), which is a private equity investment vehicle sponsored by Platinum Equity, LLC.<sup>1</sup>

### **B. Licensee**

Licensee is a California limited liability company with its principal place of business at 2200 Danbury Street, San Antonio, Texas 78217. Licensee currently provides telecommunications services to a number of confinement and correctional facilities in 39 states, which are listed in **Exhibit A**. ICS is a wholly-owned direct subsidiary of Keefe Group, LLC (“Keefe”), a Missouri limited liability company with its principal place of business at 1260 Andes Boulevard, St. Louis, Missouri 63132. Keefe, in turn, is a wholly-owned direct subsidiary of the Transferor.

For the current ownership of Licensee, please see **Exhibit B**.

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<sup>1</sup> The Commission approved the indirect transfer of control of Securus to SCRS and PECP IV. *See In the Matter of Joint Application of Securus Investment Holdings, LLC, Securus Technologies, Inc., T-NETIX, Inc., T-NETIX Telecommunications Services, Inc. and SCRS Acquisition Corporation for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Sections 63.04 and 63.24 of the Commission’s Rules to Transfer Indirect Ownership and Control of Licensees*, Memorandum Opinion and Order, WC Docket No. 16-126, FCC 17-141, 32 FCC Rcd 9564 (rel. Oct. 30, 2017).

### **C. Transferor**

Transferor, which indirectly holds all of the outstanding membership interests of Licensee, is a Delaware corporation and holding company with its principal business office at 1450 Brickell Ave., 31st Floor, Miami, Florida 33131. TKC is indirectly controlled by an affiliate of H.I.G. Capital, L.L.C., a private equity investment firm headquartered in Miami, Florida. Through its subsidiaries, Transferor's principal business includes the provision of commissary management services, correctional food service management, packaging and distribution of food products, personal care products, electronics, clothing, technology, telecommunications and software solutions to the correctional markets, and holding company of businesses providing such products and services to the correctional markets, as well as the provision of single serve coffee machines, coffee, and hotel supplies to the hospitality and lodging market. For the current ownership of Transferor, please see **Exhibit B**.

### **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to that certain Unit Purchase Agreement by and among ICS, TKC, Keefe and Securus, dated as of April 22, 2018, Securus will acquire all the issued and outstanding membership interests of ICS from Keefe (the "Transaction"). As a result, ICS will become a wholly-owned, direct subsidiary of Securus and an indirect wholly-owned subsidiary of SCRS and SCRS Parent. PECP IV will be the ultimate majority owner of ICS.

For the Commission's reference, a chart depicting the pre- and post-Transaction ownership structure of ICS is provided as **Exhibit B**.

### **III. PUBLIC INTEREST STATEMENT**

Applicants respectfully submit that the proposed Transaction is in the public interest.

The consummation of the Transaction will not result in an interruption, reduction, loss,

impairment or disruption of ICS-provided services. The Transaction does not involve a transfer of operating authority, assets or customers.

While the ownership of ICS will change, the management team will remain substantially the same and ICS's corporate identity, name and operations will remain in place. In other words, post-closing, ICS will remain operational as a separate business from Securus, SCRS, and SCRS Parent.

Following the Transaction, ICS will continue to honor its correctional facility customer contracts and in doing so will continue to provide and support the ICS technologies and services enjoyed by its customers.

Any future changes in the rates, terms and conditions of service to ICS's correctional facility and end-user customers will be undertaken in conformance with the applicable federal and state law, including notice and tariff requirements and ICS's contractual obligations.

As a result, the change in ownership will be entirely transparent to ICS's correctional facility customers and the end-users of ICS's services. Moreover, there will be additional services accessible to such customers as a result of the Transaction.

After closing, and where permitted by the governmental entities operating the correctional facilities served by ICS, inmates who use the ICS services now will have access to use of inmate tablets that provide controlled internet access, including, as part of that program, access to education (e.g., the ability to obtain a GED), media content and job opportunities upon release

(e.g., through Securus's JobView program).<sup>2</sup> Inmate calling can also be permitted from such tablets, further facilitating the ability of inmates to connect with their friends and family.

Further, ICS correctional facility customers will gain access to Securus-developed advanced technology, including an expanded set of law enforcement-related services and investigative technologies offered by Securus.

According to Securus's information there are a number of other competing providers of inmate calling services authorized to operate in various states aside from Securus and ICS, including Global Tel\*Link Corporation, Pay Tel Communications, Inc., Legacy Long Distance International, Inc. d/b/a Legacy Inmate Communications, and Network Communications International Corp d/b/a NCIC Inmate Communications. Thus, approval of this Application will not foreclose the opportunity for continued competitive bidding to provide inmate calling services to facilities in the various states in which the two companies currently operate.

The Transaction will have no material effect on the operations of ICS, which will remain the licensee, and will be virtually seamless to customers. Again, rates, terms, and conditions of service, which are governed in part by contractual relationships between ICS and governmental agencies (as well as tariffs where required), will not change while such contracts remain in force.

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<sup>2</sup> Further information on the JobView program is available at: <https://www.businesswire.com/news/home/20171201005587/en/Securus-Acquires-Jobview-Released-Inmates-Find-Jobs>. Securus has also established the Securus Foundation to help "modernize the reentry process [for inmates] to increase successful community reengagement." See *The Securus Foundation is Launched to Modernize Reentry and Reduce Recidivism*, Business Wire, (Jul. 17, 2017), <https://www.businesswire.com/news/home/20170713005624/en/Securus-Foundation-Launched-Modernize-Reentry-Reduce-Recidivism>.

**IV. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) and the Section 214 Main Form in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Transferor:

TKC Holdings, Inc. **FRN: 0025599341**  
1450 Brickell Ave., 31st Floor  
Miami, Florida 33131  
305-379-2322

Licensee:

Inmate Calling Solutions, LLC **FRN: 0010682326**  
2200 Danbury Street  
San Antonio, TX 78217  
210-581-8104

Transferee:

Securus Technologies, Inc. **FRN: 0006222319**  
4000 International Parkway  
Carrollton, TX 75007  
972-277-0700

**(b) Jurisdiction of Organizations:**

Transferor: Transferor is a corporation organized under the laws of Delaware.

Licensee: ICS is a limited liability company organized under the laws of California.

Transferee: Transferee is a corporation formed under the laws of Delaware.

**(c) (Answer to Question 10) Correspondence concerning this Application should be**

sent to:

For Transferee:

Paul C. Besozzi  
Peter M. Bean  
Squire Patton Boggs (US) LLP  
2550 M Street, N.W.  
Washington, DC 20037  
202-457-6000 (tel)  
202-457-6315 (fax)  
paul.besozzi@squirepb.com  
peter.bean@squirepb.com

For Transferor and Licensee:

Howard M. Liberman  
Jennifer L. Kostyu  
Wilkinson Barker Knauer, LLP  
1800 M Street, N.W., Suite 800N  
Washington, DC 20036  
202-783-4141 (tel)  
202-783-5851 (fax)  
hliberman@wbklaw.com  
jkostyu@wbklaw.com

With a copy for Transferee to:

Dennis J. Reinhold  
Senior Vice President & General  
Counsel  
Securus Technologies, Inc.  
4000 International Pkwy.  
Carrollton, TX 75007  
972-277-0318 (tel)  
972-277-0681 (fax)  
dreinhold@securustechnologies.com

With a copy for Transferor and Licensee to:

Michael Gallagher  
Vice President  
c/o H.I.G. Capital Management, Inc.  
1450 Brickell Avenue, 31st Floor  
Miami, FL 33131  
305-379-2322 (tel)  
305-379-2013 (fax)  
mgallagher@higcapital.com

**(d) International Section 214 Authorizations**

Transferor: Transferor does not hold international Section 214 authority and does not provide telecommunications services.

Licensee: ICS holds international Section 214 authority to provide global international resold services between the United States and international points pursuant to Section 63.18(e)(2) of the Commission's rules (IB File No. ITC-214-20030312-00128).

Transferee: Transferee holds international Section 214 authority to provide global or limited global facilities-based and resold service (IB File No. ITC-214-19991115-00713). Transferee's affiliate T-NETIX, Inc. ("TNI") holds international Section 214 authority to provide global resold services (IB File No. ITC-214-19980312-00185, old IB File No. ITC-98-225). Transferee's affiliate T-NETIX Telecommunications Services, Inc. ("TNTS"), a wholly-owned subsidiary of TNI, does not hold international Section 214 authority but operates under the international Section 214 authority of TNI pursuant to 47 C.F.R. § 63.21(h).

**(h)** *(Answer to Questions 11 & 12)* The following entities will hold, directly or indirectly, a ten percent (10%) or greater interest<sup>3</sup> in Licensee upon completion of the Transaction, as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers:

The following entity will directly own 100 percent (100%) of the Licensee upon completion of the transaction:

Name: Securus Technologies, Inc. (“Securus”)  
Address: 4000 International Pkwy.  
Carrollton, TX 75007  
Citizenship: U.S. (Delaware)  
Principal Business: Telecommunications  
% Interest: 100% (directly in Licensee)

The following persons or entities, which currently own or control a 10% or greater direct or indirect interest in Securus will, upon completion of the Transaction, own or control a 10% or greater indirect interest in the Licensee:

Name: Securus Technologies Holdings, LLC (“STH”)  
Address: 4000 International Pkwy.  
Carrollton, TX 75007  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly as 100% owner of Securus)

Name: Securus Holdings, LLC (“Holdings”)  
Address: 4000 International Pkwy.  
Carrollton, TX 75007  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly as 100% owner of STH)

Name: Connect Acquisition LLC (“Connect”)  
Address: 4000 International Pkwy.  
Carrollton, TX 75007  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly as 100% owner of Holdings)

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<sup>3</sup> Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

Name: SCRS Acquisition Corporation  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly as 100% owner of Connect)

Name: SCRS Intermediate Holding II Corporation  
("SCRS Int-Holding II")  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly, as 100% owner of SCRS Acquisition Corporation)

Name: SCRS Intermediate Holding Corporation  
("SCRS Int-Holding")  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly, as 100% owner of SCRS Int-Holding II)

Name: SCRS Holding Corporation ("SCRS Parent")  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly, as 100% owner of SCRS Int-Holding)

Name: Platinum Equity Capital Partners IV, L.P. (“Fund IV”)  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 68.32% equity interest and 93% voting interest  
(indirectly, approximately 68.32% equity owner of SCRS  
Parent, with approximately 93% of the voting shares)

No limited partner of Fund IV has a 10% or greater interest in SCRS  
Parent through Fund IV.

Name: Platinum Equity SCRS Co-Investors, LLC (“SCRS Co-  
Investors”)  
Address: 360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 20.41% equity only interest (indirectly, as  
approximately 20.41% equity owner of SCRS Parent)

SCRS Co-Investors holds no voting shares of SCRS Parent and is a  
passive investment vehicle for co-investors. None of the co-investors  
own, directly or indirectly, 10% or more of the equity of the Licensee.

Name: Platinum Equity Partners IV, L.P. (“Fund IV GP”)  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 68.32% (indirectly, as the general partner of Fund  
IV)

No limited partner of Fund IV GP has a 10% or greater interest in SCRS  
Parent through Fund IV GP.

Name: Platinum Equity Partners IV, LLC (“PEP IV LLC”)  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 68.32% (indirectly, as the general partner of Fund IV GP)

The sole manager of PEP IV LLC is Tom Gores, a U.S. citizen who can be reached through Platinum Equity, LLC, 360 North Crescent Drive, South Building, Beverly Hills, California 90210.

Name: Platinum Equity Investment Holdings IV, LLC  
 (“PEIH IV”)  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 68.32% (indirectly, as the sole member of PEP IV LLC)

Name: Platinum Equity Investment Holdings IV Manager, LLC  
 (“PEIH IV Manager”)  
Address: c/o Platinum Equity, LLC  
360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 68.32% (indirectly, as the sole manager of PEIH IV)

The sole manager of PEIH IV Manager is Mary Ann Sigler, Chief Financial Officer of PE LLC.

Name: Platinum Equity, LLC (“PE LLC”)  
Address: 360 North Crescent Drive  
South Building  
Beverly Hills, California 90210  
Citizenship: U.S. (Delaware)  
Principal Business: Investments  
% Interest: Approx. 68.32% (indirectly, as the sole member of PEIH IV)

The sole manager of PE LLC is Tom Gores. All the membership interests of PE LLC are held in trust by the Gores Trust dated January 26, 1999, as amended. Tom Gores and Holly Gores, U.S. citizens, are the trustees of the Gores Trust.

To the Transferee's knowledge, no other person or entity, directly or indirectly, owns or controls a ten percent (10%) or greater interest in Transferee.

Transferee does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that it is not a foreign carrier and is not currently affiliated, within the meaning of Section 63.09(e) of the Commission's rules, 47 C.F.R. § 63.09(e), with any foreign carrier. Transferee will not become affiliated with a foreign carrier as a result of the Transaction.

(j) **(Answer to Question 15)** Transferee certifies that, through its acquisition of control of Licensee, Transferee does not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) Not applicable.

(m) Not applicable.

(n) Transferee and Licensee certify that they have not agreed to accept special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. international

route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated with a foreign carrier and none of the scenarios outlined in Section 63.12(c)(2)-(3) of the Commission's Rules, 47 C.F.R. § 63.12(c)(2)-(3), apply.

#### **V. INFORMATION REQUIRED BY SECTION 63.04**

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer control of Licensee to Transferee in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transactions is set forth in **Section II** above.

(a)(7) (i) ICS currently provides telecommunications services to confinement and correctional facilities in 39 states, which are identified in **Exhibit A**.

(ii) Securus provides domestic interstate services as part of the inmate calling services and public payphone services that it provides to or at confinement facilities in the District of Columbia and every state except Delaware, Hawaii, Rhode Island, and Vermont. Securus's affiliate TNI is not currently providing telecommunications services in any jurisdiction. It serves principally as a holding company for TNTS. TNTS provides domestic interstate services as part

of the inmate calling services and public payphone services that it provides to or at state Department of Corrections confinement facilities in Florida.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (i) Transferee (and its Affiliates, as defined in the Act) will have a market share in the interstate, interexchange market of less than ten percent (10%), (ii) Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and (iii) none of the Applicants (or their Affiliates) are dominant with respect to any service.

(a)(9) Other than the Section 214 authorization described in this Application, Licensee does not hold any other authorizations or licenses from the Commission. No other FCC applications relating to the Transaction are being filed.

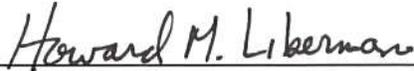
(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) Not applicable. No separately filed waiver requests are being sought in conjunction with this Application.

(a)(12) A demonstration of how the Transaction will serve the public interest is set forth in **Section III** above.

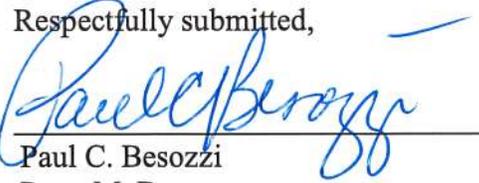
**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for the transfer of ownership and control of Licensee to Transferee.

  
Howard M. Liberman *by PCA*  
Jennifer L. Kostyu  
**WILKINSON BARKER KNAUER, LLP**  
1800 M Street, N.W., Suite 800N  
Washington, DC 20036  
202-783-4141 (tel)  
202-783-5851 (fax)  
hliberman@wbklaw.com  
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*Counsel for Transferor and Licensee*

Dated: June 12, 2018

Respectfully submitted,  
  
Paul C. Besozzi  
Peter M. Bean  
**SQUIRE PATTON BOGGS (US) LLP**  
2550 M Street, N.W.  
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202-457-6000 (tel)  
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paul.besozzi@squirepb.com  
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*Counsel for Transferee*

## **EXHIBIT A**

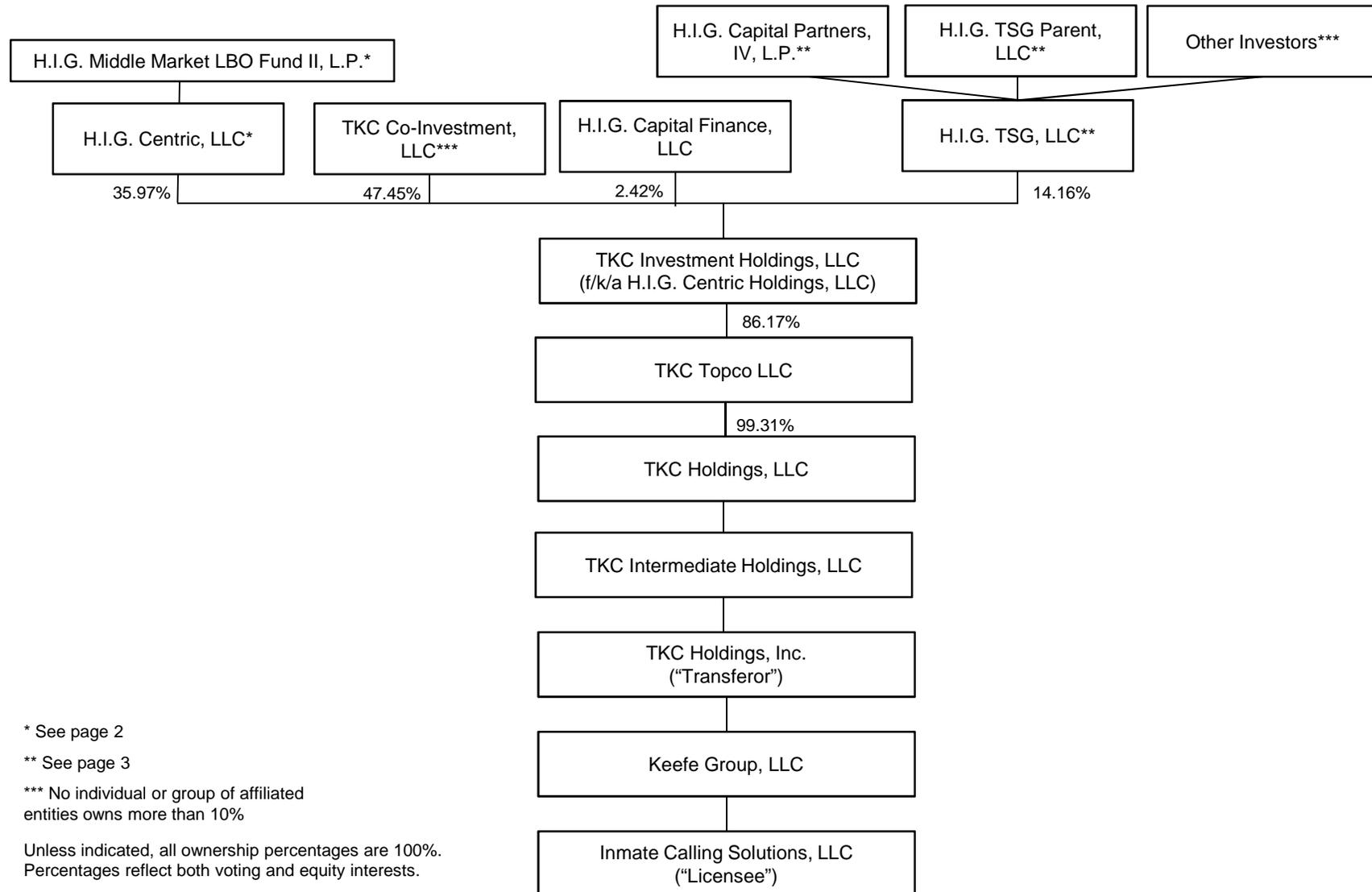
### **States In Which ICS Currently Provides Telecommunications Services**

1. Alabama
2. Arizona
3. California
4. Colorado
5. Florida
6. Georgia
7. Idaho
8. Illinois
9. Indiana
10. Iowa
11. Kansas
12. Louisiana
13. Maryland
14. Massachusetts
15. Michigan
16. Minnesota
17. Mississippi
18. Missouri
19. Montana
20. Nebraska
21. Nevada
22. New Hampshire
23. New Mexico
24. New York
25. North Carolina
26. Ohio
27. Oklahoma
28. Oregon
29. Pennsylvania
30. South Carolina
31. South Dakota
32. Tennessee
33. Texas
34. Utah
35. Virginia
36. Washington
37. West Virginia
38. Wisconsin
39. Wyoming

**EXHIBIT B**

**Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures**

## Pre-Transaction Ownership Structure of Licensee



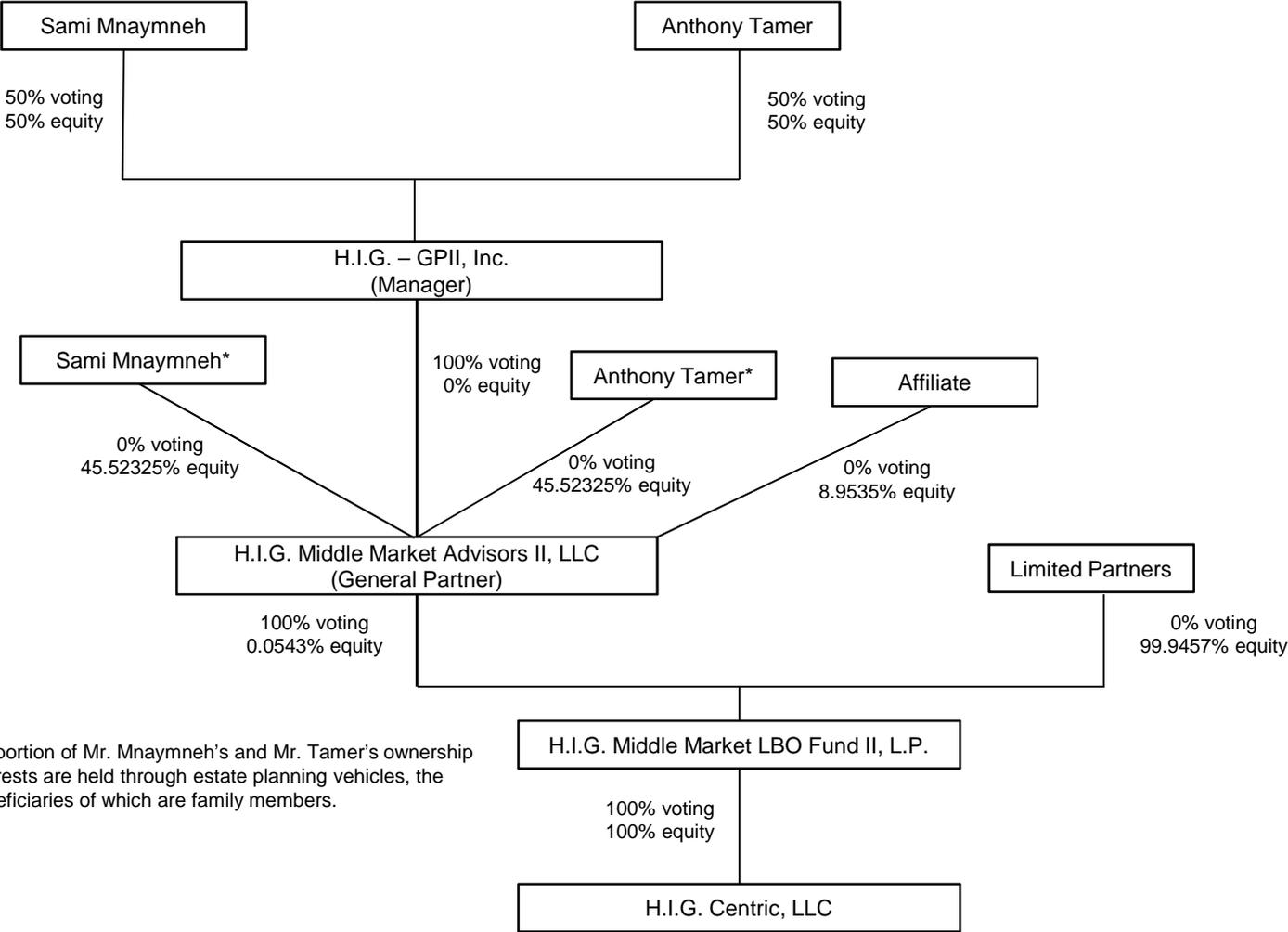
\* See page 2

\*\* See page 3

\*\*\* No individual or group of affiliated entities owns more than 10%

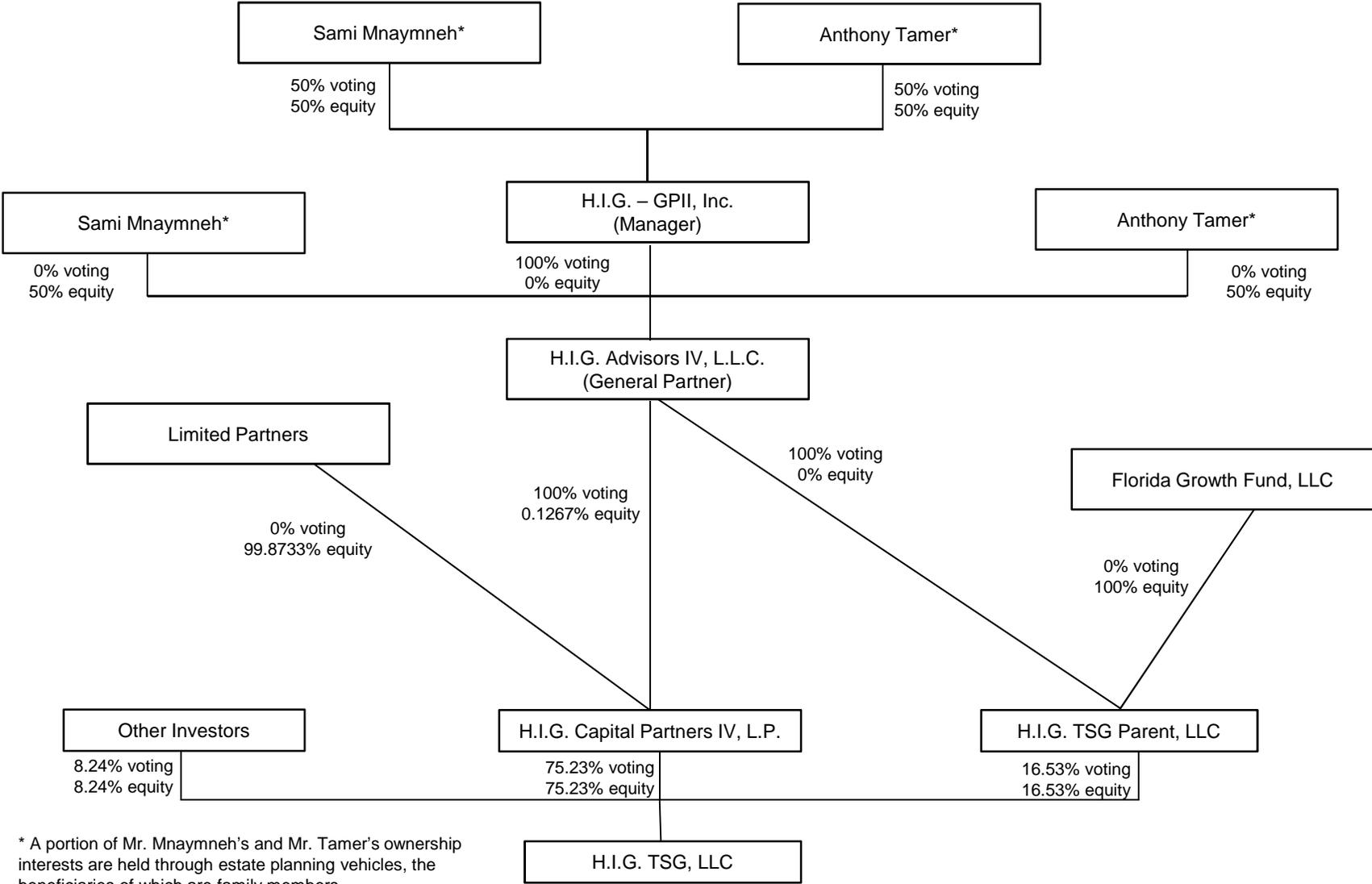
Unless indicated, all ownership percentages are 100%. Percentages reflect both voting and equity interests.

# Pre-Transaction Ownership Structure of Licensee (continued)



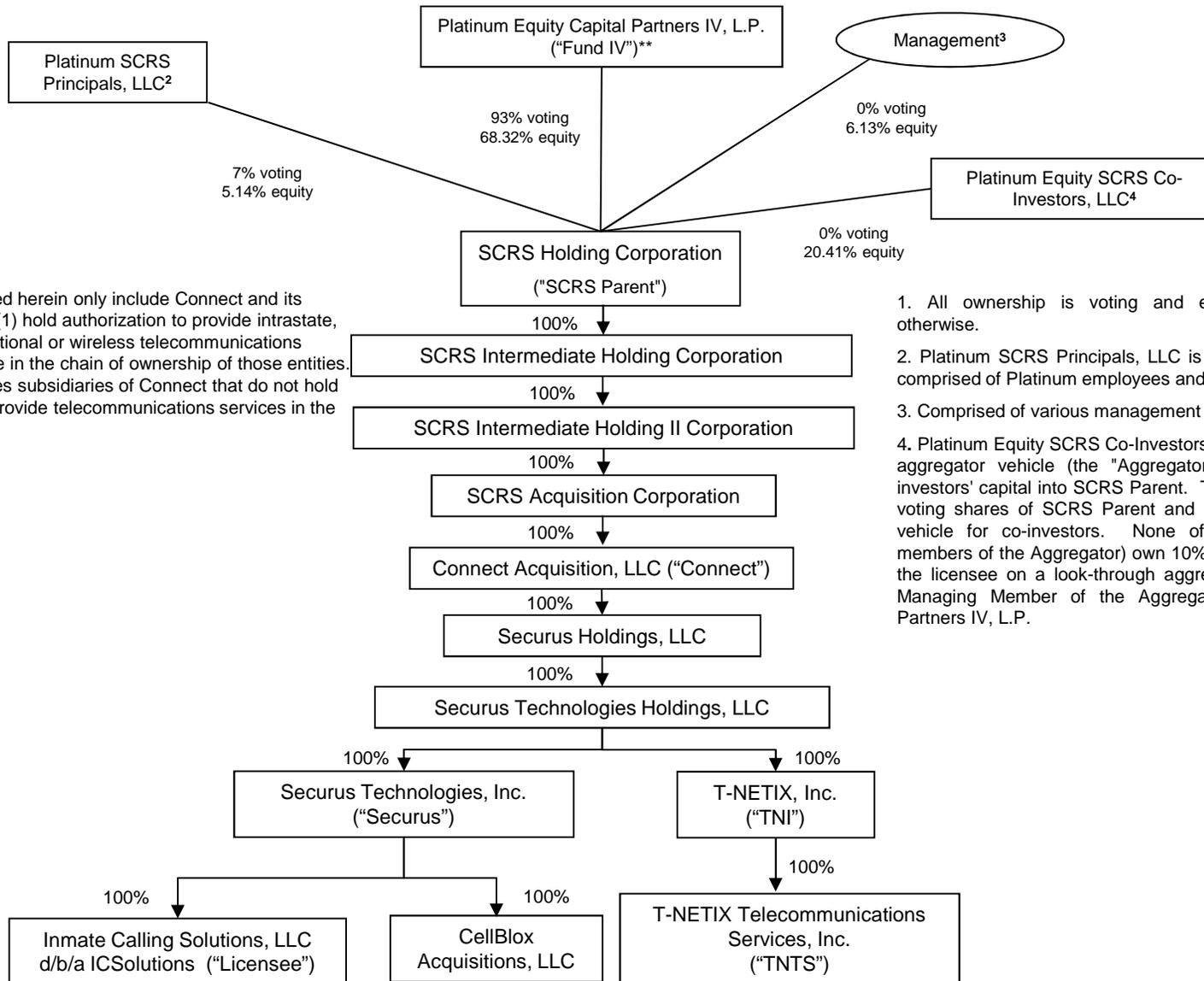
\* A portion of Mr. Mnaymneh's and Mr. Tamer's ownership interests are held through estate planning vehicles, the beneficiaries of which are family members.

# Pre-Transaction Ownership Structure of Licensee (continued)



\* A portion of Mr. Mnaymneh's and Mr. Tamer's ownership interests are held through estate planning vehicles, the beneficiaries of which are family members.

## Post-Transaction Ownership Structure of Licensee\*<sup>1</sup>



\* The entities listed herein only include Connect and its subsidiaries that (1) hold authorization to provide intrastate, interstate, international or wireless telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Connect that do not hold authorization to provide telecommunications services in the United States.

\*\* See page 5.

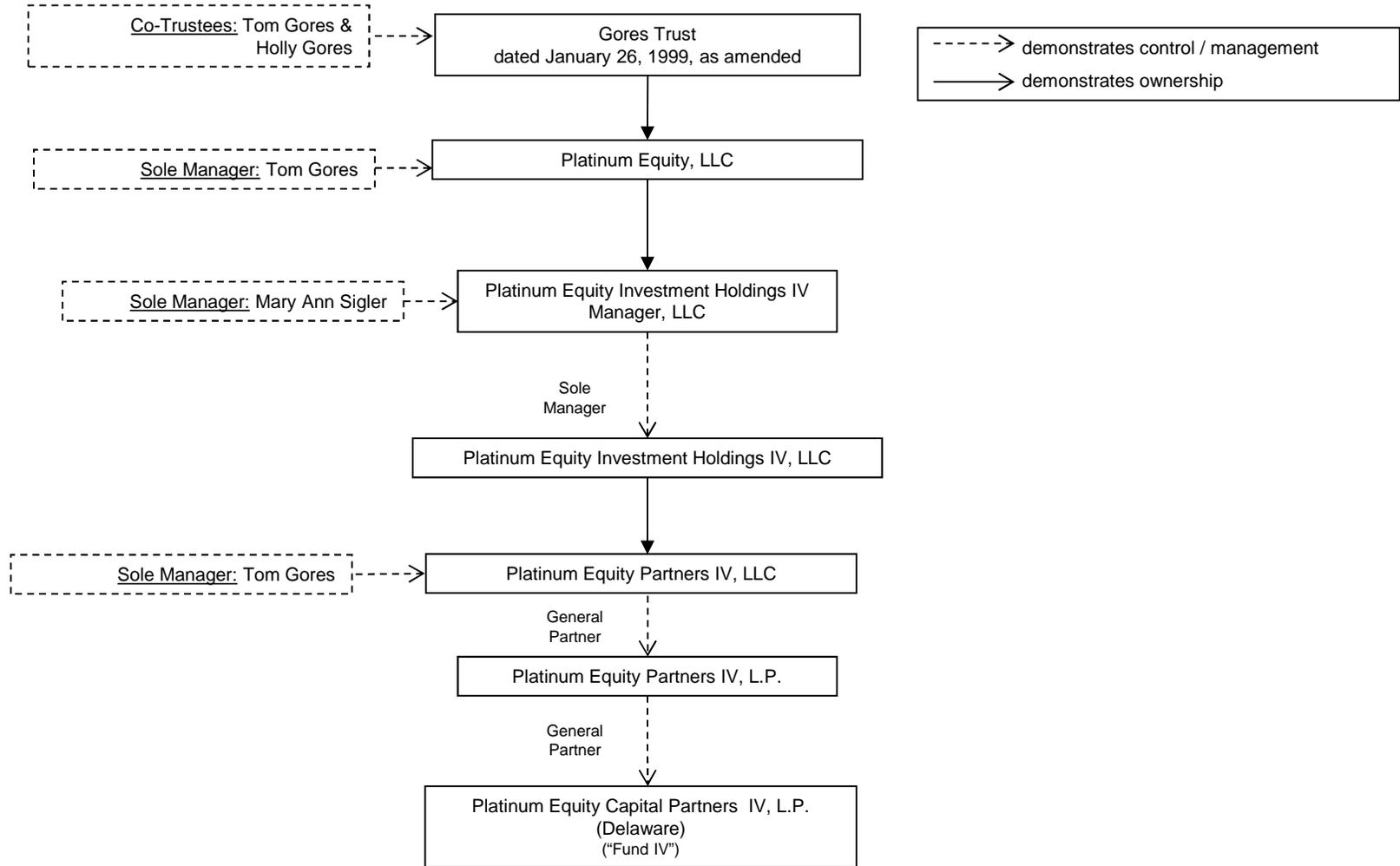
1. All ownership is voting and equity unless indicated otherwise.

2. Platinum SCRS Principals, LLC is a co-investment vehicle comprised of Platinum employees and their friends and family.

3. Comprised of various management individuals of Securus.

4. Platinum Equity SCRS Co-Investors, LLC is a co-investment aggregator vehicle (the "Aggregator") that contributed co-investors' capital into SCRS Parent. The Aggregator holds no voting shares of SCRS Parent and is a passive investment vehicle for co-investors. None of the co-investors (i.e., members of the Aggregator) own 10% or more of the equity of the licensee on a look-through aggregate basis. The Senior Managing Member of the Aggregator is Platinum Equity Partners IV, L.P.

## Post-Transaction Ownership Structure of Licensee (continued)



Unless indicated all ownership percentages are 100%.

## **VERIFICATIONS**

**VERIFICATION**

I, Dennis J. Reinhold, am the Senior Vice President and General Counsel of Securus Technologies, Inc. ("Securus"). As such, I am authorized to execute this Verification on behalf of Securus and its subsidiaries. The portions of the foregoing filing relating to Securus and the transactions described therein have been prepared pursuant to my direction and control and I have reviewed the contents thereof. I hereby declare that the factual statements and representations made therein by and concerning Securus and the transactions described therein are true and correct to the best of my knowledge, information and belief.

*D. J. Reinhold*

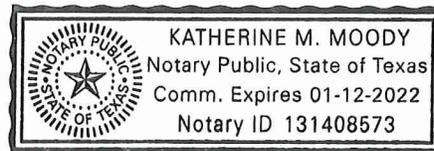
\_\_\_\_\_  
Name: Dennis J. Reinhold  
Title: Senior Vice President and General Counsel  
Securus Technologies, Inc.

County of Denton  
State of Texas

Subscribed and sworn to before me by Dennis J. Reinhold this 12<sup>th</sup> day of June, 2018

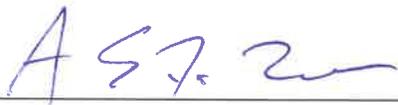
*Katherine M. Moody*  
\_\_\_\_\_  
Notary Public

My Commission Expires: January 12, 2022

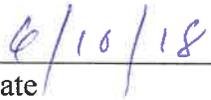


**VERIFICATION**

I, Alexander S.Y. Lee, am the Corporate Secretary of TKC Holdings, Inc. (“TKC”) and Inmate Calling Solutions, LLC d//b/a ICSolutions (“ICS”). As such I am authorized to execute this Verification on behalf of TKC and ICS. The portions of the foregoing filing relating to TKC, ICS and the transactions described therein have been prepared pursuant to my direction and control and I have reviewed the contents thereof. I hereby declare that the factual statements and representations made therein by and concerning TKC, ICS and the transactions described therein are true and correct to the best of my knowledge, information and belief.

  
\_\_\_\_\_

Name: Alexander S.Y. Lee  
Title: Corporate Secretary of TKC Holdings, Inc. and  
Inmate Calling Solutions, LLC d//b/a ICSolutions

  
\_\_\_\_\_

Date